

HOGAN & HARTSON

1-199A030

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WASHINGTON, DC 20004-1109
202/637-5600

PATRICK M RAHER
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6701 ROCKLEDGE DRIVE
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8300 GREENSBORO DRIVE
MCLEAN, VIRGINIA 22102
703/848-2600

16594-B
JUL 18 1991 - 2 55 PM
INTERSTATE COMMERCE COMMISSION

July 18, 1991

Mr. Sydney L. Strickland
Secretary
Interstate Commerce Commission
12th & Constitution Avenue, N.W.
Washington, D.C. 20423
ATTN: Mrs. Mildred Lee

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of
49 U.S.C. Section 11303(a) are three original executed copies
of the following document:

Amendment to Equipment Trust Agreement
executed by Citibank, N.A., as Trustee,
and Union Tank Car Company, as Company,
dated July 9, 1991.

A description of the railroad equipment covered by the
enclosed documents is set forth in Schedule A of the Equipment
Trust Agreement dated October 13, 1989, Recordation No. 16594.

The names and addresses of the aforementioned parties
to the enclosed documents are:

Trustee: Citibank, N.A.
120 Wall Street
New York, NY 10043

Company: Union Tank Car Company
225 West Washington Street
Chicago, IL 60606

HOGAN & HARTSON

Mr. Sydney L. Strickland
July 18, 1991
Page Two

Also enclosed is a check payable to the order of the Interstate Commerce Commission, covering the required recordation fee. Kindly return two stamped copies of the enclosed document and a stamped photostatic copy of this letter to Patrick M. Rahe, Esquire, Hogan & Hartson, 555 Thirteenth Street, N.W., Washington, D.C. 20004-1109.

Please feel free to contact me with any questions which you may have concerning the above.

Sincerely,



Patrick M. Rahe

Enclosures

cc: Sheila A. Glancy

2024w

Interstate Commerce Commission

Washington, D.C. 20423

7/18/91

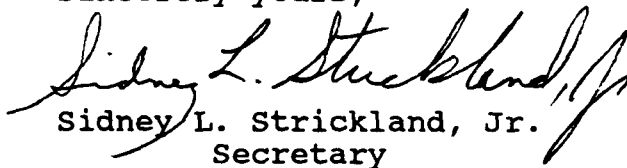
OFFICE OF THE SECRETARY

Patrick M. Rahe
Hogan & Hartson
Columbia Square
555 Thirteenth Street N. W.
Washington, D. C. 20004-1109

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/18/91 at 2:55PM, and assigned recordation number(s) 16594-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

16594-B
JUL 18 1991 -2 55 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO
EQUIPMENT TRUST AGREEMENT

AMENDMENT dated as of July 9, 1991 ("Amendment") to EQUIPMENT TRUST AGREEMENT, dated as of October 13, 1989 ("Agreement"), by and between CITIBANK, N.A., as trustee ("Trustee"), and UNION TANK CAR COMPANY, a Delaware corporation ("Company").

WHEREAS, Section 12.01 of the Agreement authorizes the Trustee to enter into supplemental agreements without the consent of the holders of the Trust Certificates; provided that the purpose of any such supplement is to add to the covenants of the Company, for the benefit of the holders of the Trust Certificates; and

WHEREAS, the Trustee believes that, for the purposes of the proper protection of the Trustee's title to the units of Equipment and of the rights of holders of the Trust Certificates, an additional covenant of the Company should be added to the Agreement which provides that the Company shall register this Amendment and, as a schedule thereto, the Agreement, with the Registrar General of Canada pursuant to Section 90 of the Railway Act, R.S.C. 1985, c. R-3.

NOW, THEREFORE, in consideration of the mutual promises, covenants and agreements hereinafter set forth, Trustee and Company hereby agree to amend the Agreement, a copy of which is attached as Schedule 1 and incorporated by reference into this Amendment, as follows:

1. The following sentence is hereby added immediately following the second sentence of the first subparagraph of Section 7.03 of the Agreement:

Additionally, the Company, at its own expense, will cause any amendments or supplements to this Agreement to be registered pursuant to Section 90 of the Railway Act, R.S.C. 1985, c. R-3.

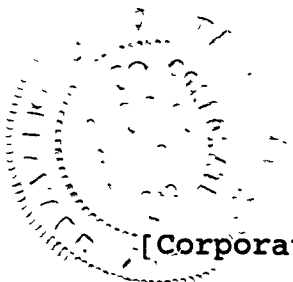
2. This Amendment is a part of the Agreement. In the event of any conflict or inconsistency between the terms and conditions of this Amendment and the terms and conditions of the Agreement, the terms and conditions of this Amendment shall, to the extent of such conflict or inconsistency, govern. Capitalized terms which are not defined herein shall have the meanings ascribed to such terms in the Agreement.

3. This Amendment may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

This Amendment shall be effective as of the date first above written. Except as provided above, the Agreement is hereby preserved and confirmed and shall remain in full force and effect.

CITIBANK, N.A.,
not in its individual capacity
but solely as Trustee

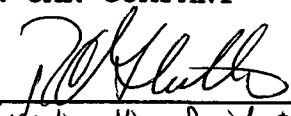
By: _____
Title: _____

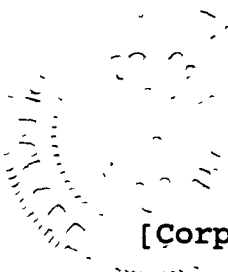


[Corporate Seal]

Attest:

UNION TANK CAR COMPANY

By: 
Title: Executive Vice President



[Corporate Seal]

Attest:



This Amendment shall be effective as of the date first above written. Except as provided above, the Agreement is hereby preserved and confirmed and shall remain in full force and effect.

CITIBANK, N.A.,
not in its individual capacity
but solely as Trustee

By: E. Shims
Title: Senior Trust Officer

[Corporate Seal]

Attest:

Pam J. Cote
PAM J. COTE
TRUST OFFICER

UNION TANK CAR COMPANY

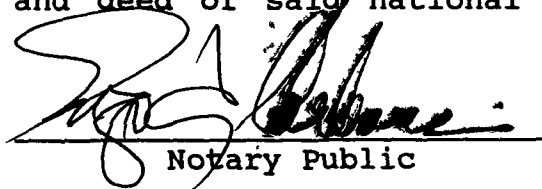
By: _____
Title: _____

[Corporate Seal]

Attest:

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 9th day of July, 1991, before me personally appeared E. GIBBONS, to me personally known, who, being by me duly sworn, says that he is Senior Trust Officer of CITIBANK, N.A., that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.



Notary Public

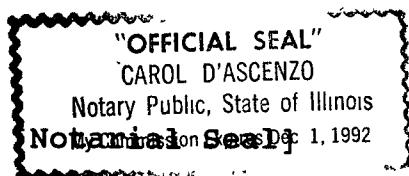
[Notarial Seal]

My Commission expires _____

ENZO L. CARBONE
Notary Public, State of New York
No. 43-5603505
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1992

STATE OF ILLINOIS)
) ss
COUNTY OF COOK)

On this 9th day of July, 1991, before me personally appeared R.C. Bluth, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of UNION TANK CAR COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Carol D'Ascenzo
Notary Public

My Commission expires 12-1-92